

# **Mt ELIZA COMMUNITY ENTERPRISE LIMITED**

A.C.N. 139 499 326

## **SUPPLEMENTARY PROSPECTUS**

This Supplementary Prospectus supplements the Prospectus dated **30 October 2009** issued by **Mt Eliza Community Enterprise Limited** (the *Prospectus*). This Supplementary Prospectus must be read together with the Prospectus. Capitalised terms not defined in this Supplementary Prospectus have the meaning given to them in the Prospectus, unless the context requires otherwise.

This Supplementary Prospectus is dated **25<sup>th</sup> February 2010**. A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (*ASIC*) on **26<sup>th</sup> February 2010**.

ASIC do not take any any responsibility for the content of this Supplementary Prospectus.

No Shares will be issued on the basis of this Supplementary Prospectus and the Prospectus after the expiry date of the Prospectus.

### **EXTENSION OF OFFER**

As noted in the Prospectus, it was a condition to the Offer that the Company receive applications (and payment) for at least **\$740,000** Shares by the date (the *Four Month Date*) which is four months from the date of the Prospectus. The Four Month Date is **28<sup>th</sup> February 2010**.

To date, the minimum subscription condition has not been satisfied. As at the time of the preparation of this Supplementary Prospectus, applications have been received for **289,750** Shares.

As the minimum subscription condition has not been satisfied by the Four Month Date, the Company is required by section 724 of the Corporations Act to take one of a number of actions. Of those actions, the Company has decided to issue this Supplementary Prospectus and grant the withdrawal rights described below. Accordingly, if the minimum subscription condition has not been satisfied by the date which is three months after the date of this Supplementary Prospectus (ie by **31<sup>st</sup> May 2010**), the Company will again be required to take one of a number of actions specified in the Corporations Act.

Thus, unless the Offer is further extended or amended, Shares will not be issued unless the Company receives applications (and payment) for at least **740,000** Shares by **31<sup>st</sup> May 2010**. However, the Directors hope that this condition will be able to be satisfied earlier than that date.

## REVISED INDICATIVE TIMETABLE FOR THE OFFER

In light of the above, the new indicative timetable is as follows.

Event	Date
Offer closes	25 <sup>th</sup> April 2010
Shares expected to be allotted	16 <sup>th</sup> May 2010
Certificates expected to be dispatched	1 <sup>st</sup> June 2010

**These dates are indicative only and are subject to change. The Company has the right, in its absolute discretion, to close the Offer early or to extend the closing date, without notice. If the closing date for the Offer is extended, the subsequent dates may also be extended accordingly.**

## WITHDRAWAL RIGHTS

An applicant who, as at 5pm on the **26<sup>th</sup> February 2010** has lodged an application for Shares offered under the Prospectus, has the right to withdraw their application and be repaid their application money (without interest), provided that the request for such a withdrawal is received by the Company within one month of this Supplementary Prospectus. Any such applicant who wishes to withdraw their application can do so by sending their request to the following address:

**The Company Secretary  
Mt Eliza Community Enterprise Limited  
15 Sumner Rd  
Baxter Vic 3911**

Requests for any such withdrawal must be received by the Company prior to 5pm on the **26<sup>th</sup> March 2010**.

Signed by Paul Andrews, on behalf of the Directors of **MT ELIZA COMMUNITY ENTERPRISE LIMITED**, all of whom have consented to the issue of this Supplementary Prospectus.

  
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**Chairman – Paul Andrews  
Mt Eliza Community Enterprise Limited**